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May 12, 1989

9-132A051

Honorable Noreta R. McGee Secretary Interstate Commerce Division Washington, D.C. 20423

MAY 1 2 1989 - 11 45 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

On behalf of The First National Bank of Boston, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, four (4) executed counterparts of a document, entitled Partial Termination of Security Agreement, executed as of May $\frac{1}{2}$, 1989 which should be included as part of the filing recorded on December 29, 1988 at 12:25 p.m., Recordation No. 16117 as the next available recordation number being 16117-A.

The executing party to the enclosed Partial Termination is:

The First National Bank of Boston - Secured Party 100 Federal Street Boston, Massachusetts 02106

The Termination, among other things, terminates the security interest of the Secured Party in the gondolas listed in Exhibit A to the Termination and in the two-Railroad Equipment Lease Agreement dated as of December 26, 1988 between Helm Financial Corporation and The Detroit Edison Company filed under ICC Recordation Nos. 16146.

The equipment covered is listed in Exhibit A to the Termination.

A short summary of the document to appear in the ICC Index is as follows:

"Partial Termination of Security Interest."

MOTOR CREATERS WILL

Honorable Noreta R. McGee May 12, 1989 Page Two

Enclosed is a check in the amount of thirteen dollars (\$13.00) in payment of the filing fee. Once the filing has been made, please return to bearer the stamped counterparts of the Partial Termination not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this transmittal letter.

Very truly yours,

L. Celeste H. Blumer

Enclosures LCHB: its

RECOMMANDER TO 165 PRIED 1435

PARTIAL TERMINATION OF SECURITY AGREEMENT

MAY 1 2 1989 -11 45 AM

INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT, dated as of May /2, 1989, by The First National Bank of Boston, a national banking association, as Trustee (the "Bank"), for the benefit of Helm Financial Corporation, a California corporation ("Helm").

1. Recitals. Helm owns Hundred Eighty-Nine (189) 125-ton aluminum-body, steel frame gondola railroad cars bearing American Association of Railroads Designation Numbers as listed on Exhibit A attached hereto (the "Equipment") which Equipment is subject to a Lease of Railroad Equipment, dated as of December 26, 1988 between The Detroit Edison Company ("Detroit") and Helm (the "Lease"). Helm has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral"), to the Bank upon the terms and conditions provided in that certain Security Agreement, dated as of December 30, 1988, between Helm and the Bank (the "Security Agreement") and filed at the Interstate Commerce Commission ("ICC") under Recordation No. 16117 filed on December 29, 1988 at 12:25 p.m.

Helm is planning to mortgage the Equipment and discount the Lease to a third party as permitted by the Security Agreement and desires to do so free and clear of any lien or security interest of the Bank. Pursuant to the terms of the Security Agreement, the Bank and Helm desire to terminate the Bank's security interest in the Equipment and the Lease.

2. <u>Termination of Security Interest</u>. The Bank's security interest in the Equipment and the Lease shall be and is hereby terminated upon the filing of this Partial Termination with the ICC and all of the Bank's right, title and interest in and to the Equipment and the Leases shall and has become null and void.

This Release shall have no effect on the Bank's security interest in and lien on any Collateral other than the Lease and said security interest in and lien on such other Collateral is hereby reaffirmed.

IN WITNESS WHEREOF, the Bank, pursuant to due authority, has executed this Partial Termination of Security Agreement as of the date first above written.

| | BOSTON OF | | |
|------------------|-------------------------|--|--|
| ATTEST: | | | |
| Name: | By: Il Dactano. | | |
| Title: | patie IT 17 no Vacadent | | |
| [CORPORATE SEAL] | - 2 0 | | |

The Equipment that is the subject of the Agreement consists of 189 125-ton Aluminum body, steel frame gondola railroad cars currently in the possession of The Detroit Edison Company and bearing the following road numbers:

o Even numbers (95 railcars - fixed end couplers) DEEX:

```
1004 through 1012
                         2040 through 2042
1016
             1030
                         2046
                                       2066
1034
             1038
                         2072
                                       2078
1044
                         3002
                                       3020
1048 through 1050
                         3024
                                       3028
                         3032
                                       3046
1054
             1074
1078
                         3052
              1080
        u
                         3056 through 3058
2002
              2006
2010
              2024
                         3062
                                       3068
                         3072
                                       3074
2028
              2036
```

o Odd numbers (94 railcars - rotary end couplers) DEEX:

| 1001 | through | 1013 | 2023 | through | 2029 |
|------|-----------|------|------|---------|------|
| 1017 | • | | 2035 | 11 | 2051 |
| 1021 | through | 1035 | 2055 | u | 2061 |
| 1039 | 33 | 1041 | 2065 | 19 | 2071 |
| 1045 | 18 | 1061 | 2077 | tt | 2083 |
| 1067 | | | 3001 | 18 | 3009 |
| 1073 | | | 3019 | | 3051 |
| 1077 | through | 1079 | 3055 | 40 | 3057 |
| 2001 | " | 2005 | 3061 | n | 3067 |
| 2009 | 11 | 2015 | 3073 | ti | 3075 |
| 2019 | | | • | • | |

| STATE OF NEW YORK MASSACHUSE? ?) |
|---|
| COUNTY OF <u>Suffolk</u>) |
| on this 9th day of MAY, 1989, before me, personally appeared EVELYN M. DIGAETANO to me personally known, who being by me duly sworn, says that he is a VICE fictibent of The First National Bank of Boston, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said associa- |
| tion. |
| [SEAL] |
| [] |